

**AGREEMENT BETWEEN CHAIM DRESDNER AND ABE GOLDBERGER FOR
BENEDICT POND SITE IN NEW WINDSOR, NY**

7/10/03

**RE: ASSIGNMENT OF CONTRACT OF SALE FOR BENEDICT
POND**

The following terms are agreed upon between **Chaim Dresdner** (Chaim)
and **Abe Goldberger** (Abe)

Chaim is assigning all rights and interests to the Benedict Pond Contract to
Abe Goldberger. The actual contract is between Sungold Holding Corp,
(which Chaim Dresdner is the owner) and Benedict Pond of New Windsor
LLC formerly known as Sarjon LLC which is owned by Tony Danza. These
rights and interests include, but are not limited to, any and all monies paid
on account towards the final purchase price, the right to purchase the
property for \$25,000 per approved unit, the right to all monies held in
escrow towards the purchase price.

Abe Goldberger will reimburse Chaim, The Sum of Three Hundred
Thousand dollars (\$300,000). Payable as follows, Check on signing the
agreement.

As security for this reimbursement Abe will now have the rights to the
monies being held in escrow by Benedict Pond of New Windsor LLC.

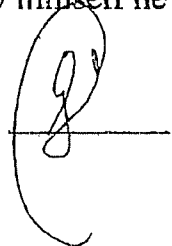
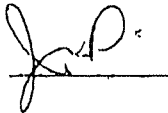
Upon the sale and closing of Benedict Pond, Abe will Pay Chaim Dresdner
the sum of Three Thousand Seven Hundred and Fifty dollars (\$3750) per
approved unit

The projected number of units is 120 which will total \$450,000; should the
numbers of units diminish, the above sum will diminish accordingly.

Abe Goldberger Reserves the right to sell this property to anyone or any
entity at his discretion, Should Abe Goldberger decide to keep and develop
this property himself he will pay Chaim the ~~\$4500~~ per unit himself.

3750 -

Initials:


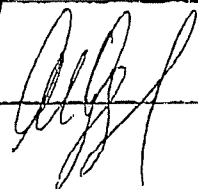
 

Chaim agrees to cooperate with any necessary legal paper work that Abe may need to facilitate the sale to a third party.

Chaim also agrees to keep this agreement confidential and not share the terms or existence of this agreement with anyone.

Should Chaim Dresdner fail to abide by any of the above conditions, so that such action should cause Abe Goldberger to incur a loss of real money or potential earnings , Chaim Dresdner will be personally liable and subject to any necessary Civil litigation to collect such damages.

This agreement is final and binding.

Chaim Dresdner		Date	<u>7/11/03</u>
Abe Goldberger		Date	<u>7/11/03</u>